

Exhibit 1

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., et al.,¹) Case No. 01-01139 (JKF)
) Jointly Administered
Debtors.)

Re: 6/7/10 Agenda Item No. 4
Various Docket Numbers²

**ORDER APPROVING QUARTERLY
FEE APPLICATIONS FOR THE THIRTY-FIFTH PERIOD**

Upon the thirty-fifth quarterly fee applications (the “Applications”)³ of the Professionals referenced on **Exhibit A** attached hereto for the period of October 1, 2009 through December 31, 2009, (the “Compensation Period”), pursuant to sections 105(a) and 331 of title 11 of the United

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

² Re: Docket Numbers: 24235, 24242, 24248, 24257, 24263, 24272, 24273, 24274, 24275, 24276, 24288, 24290, 24291, 24300, 24305, 24306, 24307, 24308, 24322, 24324, 24327, 24328, 24353, 24396, 24397, 24399, 24425, 24437, 24489, 24553, 24589, 24601, 24669, 24679, 24723, 24727, 24763, 24764, and 24834

³ Capitalized terms not defined in this order shall have the meaning ascribed to them in the Interim Compensation Order.

States Code (the “Bankruptcy Code”), Fed. R. Bankr. P. 2016 and the Amended Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members (the “Interim Compensation Order”); and it appearing that the Court has jurisdiction to consider the Applications and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and it appearing that this matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and these Applications is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Applications having been given; and after due deliberation and sufficient cause appearing therefor, it is hereby:

ORDERED that the Applications as modified on **Exhibit A** hereto are granted; and it is further

ORDERED that each of the Professionals is allowed in the amounts set forth in **Exhibit A** (i) compensation for services rendered during the Compensation Period and (ii) reimbursement for actual and necessary expenses incurred during the Compensation Period; and it is further

ORDERED that the Debtors are authorized and directed to make payment to each of the Professionals, 100% of any and all fees and 100% of any and all expenses listed in **Exhibit A** that have not yet been paid pursuant to the Interim Compensation Order, provided, however, that all fees and expenses paid pursuant to this order are subject to final allowance by the Court pursuant to the terms of the Interim Compensation Order; and it is further

ORDERED that the Court shall retain jurisdiction to hear and determine all matters arising from or relating to this Order.

Dated: _____, 2010

The Honorable Judith K. Fitzgerald
United States Bankruptcy Judge

Exhibit A

W.R. Grace – 35th Interim (October -- December 2009)
Fee and Expense Chart with Recommendations
Exhibit A

ANDERSON KILL & OLICK, P.C.					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
24275	TOTAL:	\$632,543.50	\$8,688.60	\$632,205.50	\$8,688.60

JANET S. BAER, P.C.					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
24235	TOTAL:	\$459,382.50	\$8,924.81	\$459,170.00	\$8,924.81

BEVERIDGE & DIAMOND, P.C.					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
24553	TOTAL:	\$37,298.50	\$216.14	\$37,298.50	\$216.14

BILZIN SUMBERG DUNN BAENA PRICE & AXELROD LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
24324	TOTAL	\$54,751.50	\$33,727.16	\$54,751.50	\$33,727.16

BLACKSTONE ADVISORY SERVICES L.P.					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
24589	TOTAL:	\$200,000.00	\$3,193.82	\$200,000.00	\$3,193.82

BMC GROUP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
24723	TOTAL:	\$69,869.50	\$25,274.13	\$69,869.50	\$25,274.13

CAMPBELL & LEVINE, LLC					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
24276	TOTAL:	\$93,635.50	\$15,199.97	\$93,591.50	\$15,199.97

CAPLIN & DRYSDALE, CHARTERED					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
24307	TOTAL:	\$868,243.75	\$147,341.92	\$867,211.25	\$146,715.81

CAPSTONE ADVISORY GROUP, LLC					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
24399	TOTAL:	\$157,517.50	\$809.68	\$157,517.50	\$809.68

CASNER & EDWARDS LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
24290	TOTAL:	\$42,852.00	\$41,671.09	\$42,852.00	\$41,671.09

CHARTER OAK FINANCIAL CONSULTING LLC					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
24274	TOTAL:	\$74,236.50	\$156.00	\$74,236.50	\$156.00

DAY PITNEY LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
24679	TOTAL:	\$23,118.50	\$0.00	\$23,118.50	\$0.00

DELOITTE TAX LLP (32nd, 33rd, and 34th)¹					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
24601	TOTAL:	\$125,471.00	\$2,143.00	\$95,054.00	\$2,143.00

DUANE MORRIS LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
24489	TOTAL:	\$82,898.50	\$4,393.13	\$82,744.50	\$4,267.35

FERRY JOSEPH & PEARCE, P.A.					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
24306	TOTAL:	\$72,712.50	\$4,651.73	\$72,675.00	\$8,798.98

FOLEY HOAG LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
24291	TOTAL:	\$49,702.50	\$253.05	\$49,468.50	\$246.03

HOLME ROBERTS & OWEN, LLP (33rd)²					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
24425	TOTAL:	\$2,656.00	\$1,408.04	\$2,656.00	\$1,408.04

KIRKLAND & ELLIS, LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
24327	TOTAL:	\$3,387,893.00	\$966,793.14	\$3,387,163.00	\$959,355.64

¹ Deloitte Tax filed a combined fee application covering the period of January 1, 2009 through September 30, 2009, which period comprises the Thirty-Second, Thirty-Third, and Thirty-Fourth Interim Periods.

² The Thirty-Third Interim Period encompasses April through June 2009.

KRAMER LEVIN NAFTALIS & FRANKEL LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
24300	TOTAL:	\$68,306.75	\$3,366.52	\$68,306.75	\$3,366.52

LEGAL ANALYSIS SYSTEMS, INC.					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
24273	TOTAL:	\$15,257.00	\$0.00	\$15,257.00	\$0.00

LINCOLN PARTNERS ADVISORS LLC (34th)³					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
24834⁴	TOTAL:	\$50,000.00	\$251.49	\$50,000.00	\$251.49

NELSON MULLINS RILEY & SCARBOROUGH, LLP (33rd)					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
24669	TOTAL:	\$780.00	\$0.08	\$780.00	\$0.08

OGILVY RENAULT LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
24288	TOTAL:	CDN\$160,053.50	CDN\$1,235.79	CDN\$160,053.50	CDN\$1,235.79

³ The Thirty-Fourth Interim Period encompasses July through September 2009.

⁴ This Application filed by Lincoln Partners Advisors LLC ("Lincoln") at Docket No. 24834 on May 25, 2010 is a corrected application for the Thirty-Fourth Interim Period filed for the purpose of correcting an incorrect application period and incorrect amounts set forth in the original application filed at Docket No. 24565 on April 5, 2010. In this corrected application, Lincoln requests a smaller amount of fees and expenses than it requested in the original application.

ORRICK, HERRINGTON & SUTCLIFFE LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
24397	TOTAL:	\$1,091,059.75	\$45,541.09	\$1,091,059.75	\$45,541.09

PACHULSKI STANG ZIEHL & JONES LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
24353	TOTAL:	\$137,312.50	\$128,237.71	\$137,312.50	\$128,237.71

PRICEWATERHOUSECOOPERS LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
24305	TOTAL:	\$719,552.43	\$21,725.48	\$719,476.21	\$21,725.48

PROTIVITI INC.					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
24328	TOTAL:	\$10,080.00	\$10,201.60	\$10,080.00	\$10,201.60

REED SMITH LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
24272	TOTAL:	\$81,097.50	\$17,991.64	\$81,097.50	\$17,991.64

ALAN B. RICH					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
24257	TOTAL:	\$65,280.00	\$2,541.51	\$65,280.00	\$2,541.51

HON. ALEXANDER M. SANDERS, JR.					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
24263	TOTAL:	\$22,995.00	\$1,373.21	\$22,995.00	\$1,373.21

SAUL EWING LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
24242	TOTAL:	\$60,202.50	\$946.66	\$60,202.50	\$946.66

WARREN H. SMITH & ASSOCIATES, P.C.					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
24248	TOTAL:	\$46,033.00	\$824.55	\$46,033.00	\$824.55

STEPTOE & JOHNSON LLP (34 th and 35 th)						
Fee Application Docket No.			Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
34 th	24763	TOTAL:	\$19,962.00	\$97.36	\$19,962.00	\$97.36
35 th	24764	TOTAL:	\$6,008.00	\$29.87	\$6,008.00	\$29.87

STROOCK & STROOCK & LAVAN LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
24308	TOTAL:	\$617,534.75	\$26,074.41	\$617,534.75	\$26,074.41

TOWERS PERRIN TILLINGHAST					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
24396	TOTAL:	\$12,933.00	\$0.00	\$12,933.00	\$0.00

TRE ANGELI LLC (34 th)					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
24437	TOTAL:	\$100,000.00	\$288.64	\$100,000.00	\$288.64

VENABLE LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
24727	TOTAL:	\$1,182,999.96	\$538,269.54	\$1,179,018.46	\$538,269.54

WOODCOCK WASHBURN LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
24322	TOTAL:	\$26,818.50	\$1,388.00	\$26,818.50	\$1,388.00